

RECORDATION NO. 23918 - ^D
FILED

JAN 13 '11 -1 30 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

January 13, 2011

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Termination and Release, dated as of January 13, 2011, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease of Railroad Equipment previously filed with the Board under Recordation Number 23918.

The names and addresses of the parties to the enclosed document are:

Lessor: GIE Finliner Joran
16, rue de Hanovre
75002 Paris
France

Lessee: National Railroad Passenger Corporation
10 G Street, NE
Washington, DC 20002

Chief, Section of Administration
January 13, 2011
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A description of the railroad equipment covered by the enclosed document is:

High Speed Trainset Number 1 consisting of 8 railcars AMTK 2004, 2018, 3217, 3304, 3405, 3500, 3505 and 3511.

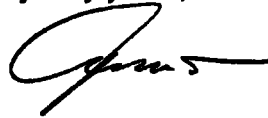
A short summary of the document to appear in the index is:

Termination and Release.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a stylized flourish extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

JAN 13 '11 -1 30 PM

TERMINATION AND RELEASE

SURFACE TRANSPORTATION BOARD

This TERMINATION AND RELEASE dated as of January 13, 2011 (this "Termination") is between GIE FINLINER JORAN, a *groupement d'intérêt économique* organized under the laws of France, having its registered office (*siège social*) at 16, rue de Hanovre, 75002 Paris, France, registered under identification number 432 825 917 RCS Paris (in such capacity, the "Lessor") and NATIONAL RAILROAD PASSENGER CORPORATION, a corporation organized under the Rail Passenger Service Act and the laws of the District of Columbia ("Amtrak").

WITNESSETH:

WHEREAS, Lessor and Amtrak have entered into (i) that certain Crédit-Bail Agreement, dated September 25, 2000, and (ii) that certain Lease Supplement dated February 15, 2002 (collectively, as amended, supplemented and modified, the "Lease");

WHEREAS, Lessor and Amtrak have entered into that certain Memorandum of Lease of Railroad Equipment, dated March 29, 2002, which was filed and recorded on March 28, 2002 at 12:08 p.m. with the Surface Transportation Board and has been assigned Recordation Number 23918 (the "Memorandum of Lease") which evidences that the railcars described on Annex A hereto (the "Units") are subject to the Lease; and

WHEREAS, on the date hereof, Lessor and Amtrak have made arrangements satisfactory to each of them to terminate the Lease.

NOW, THEREFORE, Lessor and Amtrak agree as follows:

Section 1. Termination of the Lease and Release of the Units. The Lease is hereby terminated, and all right, title and interest of Lessor in and to the Units arising from and through the Lease is hereby terminated and released.

Section 2. Further Assurances. Lessor hereby agrees to execute and deliver to Amtrak such additional instruments, notices, or releases as Amtrak may reasonably request to effectuate the foregoing provisions of this Termination.


Section 3. Representations and Warranties. Each of Lessor and Amtrak represents and warrants that this Termination constitutes its legal and valid obligation, enforceable against it in accordance with its terms. Lessor has full authority to terminate and release all of its right, title and interest in and to the Lease and to the Units.

Section 4. Counterparts. This Termination may be executed in counterparts and all such executed counterparts shall constitute one and the same agreement.

IN WITNESS WHEREOF, each of Lessor and Amtrak has caused this Termination and Release to be duly executed by its duly authorized representative as of the day and year first above written.

GIE FINLINER JORAN

By:


Name: VINCENT GUÉRBE
Title: REPRÉSENTANT DE L'ADMINISTRATEUR
Address: 16, rue de Hanovre,
75002 Paris, France

Bon pour légalisation/matricule
par le notaire à Paris, soussigné
de la signature de Monsieur
Vincent GUÉRBE



Thierry DELESALLE

Credit-Bail Termination and Release
(GIE Finliner Joran)

IN WITNESS WHEREOF, each of Lessor and Amtrak has caused this Termination and Release to be duly executed by its duly authorized representative as of the day and year first above written.

NATIONAL RAILROAD PASSENGER
CORPORATION

By:

Dale M. Stein


Name: Dale M. Stein
Title: Treasurer

AD

DISTRICT OF COLUMBIA

)
) ss.:
)

On this 10 day of JANUARY, 2011, before me personally appeared Dale M. Stein, to me personally known, who, by me being duly sworn, says that he is the Treasurer of NATIONAL RAILROAD PASSENGER CORPORATION, that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public, DC

My Commission Expires: July 31, 2014

DESCRIPTION OF UNITS

| Description | Amtrak Equipment Numbers |
|---|-------------------------------------|
| High Speed Trainset Number 1, manufactured by Bombardier Corporation and Alstom Transportation Inc., consisting of: | |
| Two (2) Power Cars | AMTK 2018 AMTK 2004 |
| One (1) First Class Car | AMTK 3217 |
| Three (3) Coach Cars | AMTK 3505 AMTK 3500 AMTK 3511 |
| One (1) Bistro Car | AMTK 3304 |
| One (1) End Coach Car | AMTK 3405 |

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

1/13/11



Robert W. Alvord